

MASIMO CORP
Form 4
March 10, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jansen Paul

(Last) (First) (Middle)

C/O MASIMO CORPORATION, 52 DISCOVERY

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MASIMO CORP [MASI]

3. Date of Earliest Transaction
(Month/Day/Year)

03/08/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Bus Dev

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/08/2017 | | M | | 3,611 | A | \$ 25.46 |
| Common Stock | 03/08/2017 | | S ⁽¹⁾ | | 3,611 | D | 94.3327 |
| Common Stock | 03/08/2017 | | M | | 10,000 | A | \$ 30.06 |
| Common Stock | 03/08/2017 | | S ⁽¹⁾ | | 10,000 | D | 94.3315 |
| | 03/08/2017 | | M | | 10,000 | A | \$ 30.06 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------------------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 03/08/2017 | S ⁽¹⁾ | 10,000 | D | \$ 94.33 (4) | 6,389 | D |
| Common Stock | 03/08/2017 | M | 20,000 | A | \$ 20.19 | 26,389 | D |
| Common Stock | 03/08/2017 | S ⁽¹⁾ | 20,000 | D | \$ 94.3365 (3) | 6,389 | D |
| Common Stock | 03/10/2017 | M | 12,000 | A | \$ 19.9 | 18,389 | D |
| Common Stock | 03/10/2017 | S ⁽¹⁾ | 12,000 | D | \$ 94.98 | 6,389 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (Right to Buy) | \$ 25.46 | 03/08/2017 | | M | 3,611 | 04/17/2009 ⁽⁵⁾ 04/17/2018 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 30.06 | 03/08/2017 | | M | 10,000 | 02/22/2012 ⁽⁶⁾ 02/22/2021 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 30.06 | 03/08/2017 | | M | 10,000 | 02/22/2012 ⁽⁶⁾ 02/22/2021 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 20.19 | 03/08/2017 | | M | 20,000 | 10/27/2012 ⁽⁷⁾ 10/27/2021 | Common Stock |

| | | | | | | | |
|---|---------|------------|---|--------|---------------------------|------------|-----------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 19.9 | 03/10/2017 | M | 12,000 | 03/15/2014 ⁽⁸⁾ | 03/15/2023 | Common Stock |
|---|---------|------------|---|--------|---------------------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jansen Paul C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618 | | | EVP, Bus Dev | |

Signatures

| | |
|---|------------|
| /s/ David J. Van Ramshorst, Attorney-In-Fact | 03/10/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares covered by this Form 4 were sold pursuant to a Rule 10b5-1 Sales Plan dated as of February 22, 2017, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$94.12 per share to a high of \$94.62 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$94.06 per share to a high of \$94.69 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$94.03 per share to a high of \$94.69 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This option was granted on April 17, 2008 and is exercisable as the option vests. This option vests over a five year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.
- (5) This option was granted on February 22, 2011 and is exercisable as the option vests. This option vests over a five year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.
- (6) This option was granted on October 27, 2011 and is exercisable as the option vests. This option vests over a five year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.
- (7) This option was granted on March 15, 2013 and is exercisable as the option vests. This option vests over a five year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.